

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
GAWKER MEDIA LLC, *et al.*,<sup>1</sup> : Case No. 16-11700 (SMB)  
Debtors. : (Jointly Administered)  
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**MONTHLY FEE STATEMENT OF PRIME CLERK LLC,  
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS FOR  
THE PERIOD FROM NOVEMBER 1, 2016 THROUGH NOVEMBER 30, 2016**

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to the above captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby seeks compensation for reasonable and necessary fees incurred for the period from November 1, 2016 through November 30, 2016 (the “**Statement Period**”). In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 94] (the “**Compensation Order**”), Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in an aggregate amount equal to \$8,664.05 and payment of \$6,931.24, or 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the

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<sup>1</sup> The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Gawker Hungary Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

Statement, Prime Clerk respectfully represents as follows:

Name of Professional:	Prime Clerk LLC
Authorized to Provide Administrative Advisor Services to:	Debtors and Debtors in Possession
Date of Retention:	July 14, 2016 <i>nunc pro tunc</i> to June 10, 2016
Period for which compensation and reimbursement is sought:	November 1, 2016 through November 30, 2016
Amount of compensation sought as actual, reasonable and necessary:	\$8,664.05 <sup>2</sup>
80% of compensation sought as actual, reasonable and necessary:	\$6,931.24
Amount of expense reimbursement sought as actual, reasonable and necessary	\$0.00

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<sup>2</sup> In accordance with the Compensation Order, at the expiration of the Objection Deadline (as defined in the Compensation Order), the Debtors are authorized to promptly pay 80% of the fees and 100% of the expenses identified in the Statement.

**Summary of Hours Billed by Prime Clerk Employees During the Statement Period**

Employee Name	Title	Total Hours	Rate	Total
Daloia, James	Director of Solicitation	8.60	\$195.00	\$1,677.00
Pullo, Christina	Director of Solicitation	2.00	\$195.00	\$390.00
Brown, Mark	Solicitation Consultant	14.60	\$175.00	\$2,555.00
Crowell, Messiah	Solicitation Consultant	5.00	\$175.00	\$875.00
Cuadros, Keri	Solicitation Consultant	4.30	\$175.00	\$752.50
Deboissiere, Michael	Solicitation Consultant	0.40	\$175.00	\$70.00
Labissiere, Pierre	Solicitation Consultant	4.90	\$175.00	\$857.50
Liu, Calvin	Solicitation Consultant	0.20	\$175.00	\$35.00
Orchowski, Alex	Solicitation Consultant	0.30	\$175.00	\$52.50
Scully, Nikesha	Solicitation Consultant	4.00	\$175.00	\$700.00
Adler, Adam	Director	0.90	\$190.00	\$171.00
Baer, Herb	Director	0.70	\$190.00	\$133.00
Roberts, Sarah	Senior Consultant	2.50	\$160.00	\$400.00
Cardoso, Nuno	Consultant	1.30	\$100.00	\$130.00
Salguero, Elcida	Consultant	0.60	\$100.00	\$60.00
Thomas, Leon	Consultant	0.90	\$100.00	\$90.00
Evangelista, Thomas	Consultant	1.70	\$90.00	\$153.00
Higgins, Sebastian	Consultant	0.40	\$85.00	\$34.00
Pagan, Chanel	Consultant	0.60	\$65.00	\$39.00
Bindra, Shamick	Technology Consultant	0.80	\$95.00	\$76.00
Singh, Kevin	Technology Consultant	1.50	\$60.00	\$90.00
Isla, John	Analyst	3.00	\$40.00	\$120.00

**TOTAL**

**59.20**

**\$9,460.50<sup>3</sup>**

**BLENDED RATE**

**\$159.81**

<sup>3</sup> This amount has been reduced to \$8,664.05 in accordance with the terms of Prime Clerk's retention.

**Summary of Fees Billed by Subject Matter During the Statement Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total</b>
Ballots	23.60	\$3,052.00
Disbursements	0.40	\$76.00
Inquiries / Call Center	6.00	\$1,104.00
Retention / Fee Application	3.40	\$571.00
Solicitation	25.80	\$4,657.50
<b>TOTAL</b>	<b>59.20</b>	<b>\$9,460.50<sup>4</sup></b>

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<sup>4</sup> This amount has been reduced to \$8,664.05 in accordance with the terms of Prime Clerk's retention.

**Jurisdiction**

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1.

**Background**

2. On June 10, 2016 (the “**Petition Date**”), Gawker Media filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. On June 12, GMGI and Kinja each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 16, 2016, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 24, 2016, the United States Trustee appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

**Retention of Prime Clerk**

4. On July 14, 2016, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor for the Debtors and Debtors in Possession nunc pro tunc to the Petition Date* [Docket No. 99], which authorized the Debtors to

employ and retain Prime Clerk as administrative advisor *nunc pro tunc* to the Petition Date in these chapter 11 cases.

**Relief Requested**

5. Prime Clerk submits this Statement in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

6. Prime Clerk seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the amount of \$8,664.05 and payment of \$6,931.24, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

7. Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative advisor to the Debtors. **Exhibit A** hereto sets forth a detailed statement of hours spent rendering services to the Debtors in support of the compensation for fees incurred during the Statement Period and also sets forth any expenses incurred during the Statement Period. To that end, **Exhibit A**: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, sets forth the type and amount of expenses incurred. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions.

8. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and

reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

**Notice**

9. Pursuant to the Compensation Order, this Statement will be served upon the Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

**Conclusion**

WHEREFORE, pursuant to the Compensation Order, Prime Clerk respectfully requests (i) allowance of reasonable and necessary fees for the Statement Period in the total amount of \$8,664.05 and payment of \$6,931.24, which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

Dated: December 20, 2016  
New York, New York

Prime Clerk LLC

*/s/ Adam M. Adler*  
Adam M. Adler  
Director, Business Operations and Controls  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, NY 10022  
Telephone: (212) 257-5465  
Email: [adler@primeclerk.com](mailto:adler@primeclerk.com)

*Administrative Advisor to the Debtors*

**Exhibit A**

**Fee Detail**



### Hourly Fees by Employee through November 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JSI	Isla, John S	AN - Analyst	3.00	\$40.00	\$120.00
KS	Singh, Kevin	TC - Technology Consultant	1.50	\$60.00	\$90.00
CCP	Pagan, Chanel C	CO - Consultant	0.60	\$65.00	\$39.00
SVH	Higgins, Sebastian V	CO - Consultant	0.40	\$85.00	\$34.00
TME	Evangelista, Thomas M	CO - Consultant	1.70	\$90.00	\$153.00
SJB	Bindra, Shamick J	TC - Technology Consultant	0.80	\$95.00	\$76.00
NC	Cardoso, Nuno	CO - Consultant	1.30	\$100.00	\$130.00
EVS	Salguero, Elcida V	CO - Consultant	0.60	\$100.00	\$60.00
LLT	Thomas, Leon L	CO - Consultant	0.90	\$100.00	\$90.00
SBR	Roberts, Sarah B	SC - Senior Consultant	2.50	\$160.00	\$400.00
MMB	Brown, Mark M	SA - Solicitation Consultant	14.60	\$175.00	\$2,555.00
MLC	Crowell, Messiah L	SA - Solicitation Consultant	5.00	\$175.00	\$875.00
KC	Cuadros, Keri	SA - Solicitation Consultant	4.30	\$175.00	\$752.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	0.40	\$175.00	\$70.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	4.90	\$175.00	\$857.50
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.20	\$175.00	\$35.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	0.30	\$175.00	\$52.50
NCS	Scully, Nikesha C	SA - Solicitation Consultant	4.00	\$175.00	\$700.00
AMA	Adler, Adam M	DI - Director	0.90	\$190.00	\$171.00
HCB	Baer, Herb C	DI - Director	0.70	\$190.00	\$133.00
JFD	Daloia, James F	DS - Director of Solicitation	8.60	\$195.00	\$1,677.00
CP	Pullo, Christina	DS - Director of Solicitation	2.00	\$195.00	\$390.00
		<b>TOTAL:</b>	<b>59.20</b>		<b>\$9,460.50</b>

### Hourly Fees by Task Code through November 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
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BALL	Ballots	23.60	\$3,052.00
DISB	Disbursements	0.40	\$76.00
INQR	Call Center / Credit Inquiry	6.00	\$1,104.00
RETN	Retention / Fee Application	3.40	\$571.00
SOLI	Solicitation	25.80	\$4,657.50
	<b>TOTAL:</b>	<b>59.20</b>	<b>\$9,460.50</b>

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**Time Detail**

<b>Date</b>	<b>Emp</b>	<b>Title</b>	<b>Description</b>	<b>Task</b>	<b>Hours</b>
11/01/16	CLL	SA	Confer and coordinate with Prime Clerk case team re ongoing solicitation	Solicitation	0.20
11/01/16	CP	DS	Coordinate with Prime Clerk case team regarding solicitation preparation	Solicitation	0.20
11/01/16	JFD	DS	Review counsel updates to Plan Class Report	Solicitation	1.10
11/01/16	KC	SA	Review solicitation documents in preparation for upcoming solicitation and prepare mailing matrix	Solicitation	0.30
11/01/16	KC	SA	Confer and coordinate with Prime Clerk case team re solicitation	Solicitation	0.20
11/01/16	MLC	SA	Confer and coordinate with Prime Clerk case team re ongoing solicitation	Solicitation	0.20
11/01/16	MMB	SA	Review solicitation documents and compose solicitation mailing matrix	Solicitation	2.90
11/01/16	MMB	SA	Attend Prime Clerk case team meeting related to case status and case assignments	Solicitation	0.20
11/01/16	NCS	SA	Confer and coordinate with Prime Clerk case team re upcoming solicitation	Solicitation	0.40
11/01/16	PL	SA	Confer and coordinate with Prime Clerk case team re upcoming solicitation	Solicitation	0.30
11/02/16	HCB	DI	Prepare list of preferred equity holders per counsel request	Solicitation	0.30
11/02/16	JFD	DS	Review objections and email counsel regarding treatment of objections for voting purposes	Solicitation	2.40
11/02/16	PL	SA	Review Plan class report in preparation for upcoming solicitation	Solicitation	0.50
11/03/16	CP	DS	Coordinate with Prime Clerk case team regarding solicitation preparation	Solicitation	1.10
11/03/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
11/03/16	NCS	SA	Review documents related to solicitation	Solicitation	0.40
11/03/16	PL	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	2.00
11/04/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.30
11/07/16	AMA	DI	Review and revise interim fee application; confer with S. Roberts and Ropes & Gray re same	Retention / Fee Application	0.60
11/07/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.50
11/07/16	SBR	SC	Revise, finalize and electronically file First Interim Fee Application	Retention / Fee Application	1.50
11/08/16	KC	SA	Review emails and documents related to solicitation	Solicitation	1.00
11/08/16	KS	TC	Technical support for electronically filed ballots	Ballots	1.50
11/08/16	MMB	SA	Conduct quality assurance review of e-ballot platform for	Solicitation	0.80

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			plan solicitation and confer with technology department related to same		
11/08/16	SJB	TC	Technical support for processing electronically filed ballots	Ballots	0.50
11/10/16	HCB	DI	Attend planning call for upcoming post-effective date distribution	Disbursements	0.40
11/10/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.80
11/10/16	MLC	SA	Review solicitation documents in preparation for ongoing solicitation	Solicitation	0.50
11/11/16	KC	SA	Review emails and documents related to solicitation	Solicitation	0.40
11/11/16	MD	SA	Update shareholder counts on securities spreadsheet through Broadridge research	Solicitation	0.40
11/14/16	JFD	DS	Review and respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.10
11/14/16	KC	SA	Review emails related to plan solicitation	Solicitation	0.20
11/14/16	MLC	SA	Input ballots into voting database	Ballots	0.50
11/14/16	MMB	SA	Respond to creditor inquiries related to plan solicitation and ballots	Call Center / Credit Inquiry	0.60
11/14/16	PL	SA	Respond to creditor inquiries related to the ongoing solicitation	Call Center / Credit Inquiry	0.50
11/15/16	CP	DS	Coordinate with case team and Rope's team regarding plan inquiry	Solicitation	0.40
11/15/16	JFD	DS	Respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	1.10
11/15/16	JFD	DS	Review solicitation tabulation results	Solicitation	1.40
11/15/16	KC	SA	Review emails related to solicitation	Solicitation	0.10
11/15/16	MMB	SA	Compile solicitation E-ballot ID numbers per creditor request	Solicitation	1.60
11/15/16	PL	SA	Respond to debtors' counsel's inquiry related to the ongoing solicitation	Call Center / Credit Inquiry	0.30
11/17/16	MMB	SA	Input ballots into tabulation database	Ballots	0.20
11/17/16	NC	CO	Process incoming ballots	Ballots	0.10
11/17/16	NCS	SA	Input ballots into voting database	Ballots	0.60
11/17/16	SBR	SC	Draft October monthly fee statement	Retention / Fee Application	0.50
11/17/16	SVH	CO	Process incoming ballots	Ballots	0.20
11/18/16	AMA	DI	Review monthly fee statement for October	Retention / Fee Application	0.30
11/18/16	SBR	SC	Finalize and file monthly fee statement for October	Retention / Fee Application	0.50
11/19/16	MMB	SA	Input ballots into solicitation database	Ballots	0.10
11/21/16	JSI	AN	Process incoming ballots	Ballots	0.50
11/21/16	MLC	SA	Input ballots into voting database	Ballots	0.50
11/21/16	NC	CO	Process incoming ballots	Ballots	0.20
11/21/16	NCS	SA	Input ballots into voting database	Ballots	0.70

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11/21/16	SVH	CO	Process incoming ballots	Ballots	0.20
11/21/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.20
11/22/16	MMB	SA	Generate ballot for Class 6 debt bond claimant based on claim and database research and confer with debtors' counsel about same	Solicitation	1.70
11/23/16	ATO	SA	Respond to debtors' counsel's inquiry requesting ballot for creditor	Solicitation	0.30
11/23/16	MMB	SA	Input ballot into voting database	Ballots	0.10
11/23/16	NCS	SA	Input ballots into voting database	Ballots	0.40
11/28/16	CCP	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.60
11/28/16	EVS	CO	Quality assurance review of electronically filed ballots	Ballots	0.60
11/28/16	JSI	AN	Print electronically filed ballots and prepare for archives	Ballots	1.00
11/28/16	LLT	CO	Quality assurance review of incoming electronically filed ballots	Ballots	0.90
11/28/16	MLC	SA	Respond to nominee inquiries re solicitation	Call Center / Credit Inquiry	0.30
11/28/16	MLC	SA	Input ballots into voting database	Ballots	3.00
11/28/16	MMB	SA	Enter ballots received into tabulation database	Ballots	3.30
11/28/16	NC	CO	Quality assurance review of incoming electronically filed ballots	Ballots	1.00
11/28/16	NCS	SA	Input ballots into voting database	Ballots	1.50
11/28/16	SJB	TC	Technical support for ballot processing	Ballots	0.30
11/28/16	TME	CO	Quality assurance review of incoming electronically filed ballots	Ballots	1.50
11/29/16	CP	DS	Coordinate with Ropes team regarding voting reports	Solicitation	0.30
11/29/16	PL	SA	Input ballots into voting database	Ballots	0.30
11/30/16	JFD	DS	Review ballots and voting database	Ballots	1.00
11/30/16	JFD	DS	Review draft of email to preferred stock holder inquiry	Call Center / Credit Inquiry	0.50
11/30/16	JSI	AN	Print electronically filed ballots and prepare for archives	Ballots	1.50
11/30/16	MMB	SA	Respond to debtors' counsel's inquiry related to status of ballot receipts	Solicitation	1.30
11/30/16	MMB	SA	Input ballots received into tabulation database	Ballots	0.60
11/30/16	MMB	SA	Respond to creditor inquiries related to plan treatment and balloting	Call Center / Credit Inquiry	1.20
11/30/16	PL	SA	Respond to debtors' counsel's inquiry related to the ongoing solicitation	Solicitation	0.60
11/30/16	PL	SA	Respond to creditor inquiry related to the ongoing solicitation	Call Center / Credit Inquiry	0.40

**Total Hours** **59.20**